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Counsel to the Fee Examiner

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | |
|--|---------------------------|
| In re |) Chapter 11 |
| |) |
| SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹ |) Case No. 18-23538 (RDD) |
| |) |
| Debtors. |) (Jointly Administered) |
| |) |

**THIRTY-SEVENTH JOINT MONTHLY FEE STATEMENT OF PAUL E. HARNER,
AS FEE EXAMINER AND BALLARD SPAHR LLP, AS COUNSEL TO
THE FEE EXAMINER, FOR COMPENSATION FOR PROFESSIONAL
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD FROM JUNE 1, 2022 THROUGH JUNE 30, 2022**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Summary Sheet

| | |
|--|--|
| Name of Applicants: | Paul E. Harner, Fee Examiner Ballard Spahr LLP, Counsel to Fee Examiner |
| Authorized to Provide Professional Services to: | The Fee Examiner |
| Date of Retention: | Order entered April 22, 2019 [Dkt. No. 3307] Order entered May 22, 2019 [Dkt. No. 3985], <i>nunc pro tunc</i> to April 22, 2019 |
| Period for Which Compensation and Reimbursement are Sought: | June 1, 2022 through and including June 30, 2022 |
| Amount of Compensation Sought as Actual, Reasonable and Necessary: | Paul E. Harner, Fee Examiner: \$33,292.00 Ballard Spahr LLP: \$29,803.50 Total: \$63,095.50 |
| 80% of Compensation Sought as Actual, Reasonable and Necessary | Paul E. Harner, Fee Examiner: \$26,633.60 Ballard Spahr LLP: \$23,842.80 Total: \$50,476.40 |
| 100% of Expense Reimbursement Sought as Actual, Reasonable and Necessary: | Paul E. Harner, Fee Examiner: \$0.00 Ballard Spahr LLP: \$0.00 Total: \$0.00 |
| This is a | <u> X </u> Monthly <u> </u> Interim <u> </u> Final Fee Application |

TIME SUMMARY FOR FEE EXAMINER

| Timekeeper | Position | Year Admitted to Practice | Rate | Hours | Fees |
|-------------------|-----------------|--|-------------|--------------|--------------------|
| Paul E. Harner | Partner | 1988 | \$1,640.00 | 20.30 | \$33,292.00 |
| Total | | | | 20.30 | \$33,292.00 |

TIME SUMMARY FOR PROFESSIONALS AND PARAPROFESSIONALS

| Timekeeper | Position | Year Admitted to Practice | Rate | Hours | Fees |
|----------------------|-----------------|--|-------------|--------------|--------------------|
| Tobey M. Daluz | Partner | 1990 | \$1,030.00 | 8.50 | \$8,755.00 |
| Chantelle D. McClamb | Associate | 2011 | \$655.00 | 26.90 | \$17,619.50 |
| Margaret Vesper | Associate | 2021 | \$470.00 | 6.70 | \$3,149.00 |
| Caroline Pollard | Paralegal | N/A | \$350.00 | 0.80 | \$280.00 |
| Total | | | | 42.90 | \$29,803.50 |

COMPENSATION BY TASK CODE FOR SERVICES
RENDERED BY FEE EXAMINER

| Project Category | Total Billed Hours | Total Fees Requested |
|----------------------------------|---------------------------|-----------------------------|
| Fee/Employment Objections (B170) | 20.30 | \$33,292.00 |
| Total | 20.30 | \$33,292.00 |

COMPENSATION BY TASK CODE FOR SERVICES
RENDERED BY PROFESSIONALS AND PARAPROFESSIONALS

| Project Category | Total Billed Hours | Total Fees Requested |
|------------------------------------|---------------------------|-----------------------------|
| Fee/Employment Applications (B160) | 1.70 | \$1,415.00 |
| Fee/Employment Objections (B170) | 41.20 | \$28,388.50 |
| Total | 42.90 | \$29,803.50 |

EXPENSE SUMMARY FOR FEE EXAMINER

| Disbursements | Amount |
|----------------------|---------------|
| Total | \$0.00 |

EXPENSE SUMMARY FOR PROFESSIONALS AND PARAPROFESSIONALS

| Disbursements | Amount |
|----------------------|---------------|
| Total | \$0.00 |

In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 796] (the “Compensation Order”), Paul E. Harner, as Fee Examiner (the “Fee Examiner”) and Ballard Spahr LLP (“Ballard Spahr”), counsel to the Fee Examiner, hereby submit this Joint Monthly Fee Statement for Compensation for Professional Services Rendered and Expenses Incurred (the “Monthly Statement”) for the period from June 1, 2022 through June 30, 2022 (the “Statement Period”). In support of the Monthly Statement, the Fee Examiner and Ballard Spahr respectfully represent as follows:

Relief Requested

1. The Fee Examiner has joined the law firm of Sheppard Mullin Richter & Hampton LLP as reflected in the *Amended Notice of Appearance and Request for Service of Papers* [Dkt. No. 9463] filed on May 5, 2021. Ballard Spahr continues to act as counsel to the Fee Examiner.

2. The Fee Examiner and Ballard Spahr submit this Monthly Statement in accordance with the Compensation Order. All services for which the Fee Examiner and Ballard Spahr request compensation were performed by, or on behalf of, the Fee Examiner.

3. The Fee Examiner seeks compensation for professional services rendered and reimbursement of expenses incurred for the Statement Period in the amounts set forth below:

| | |
|---------------------|-------------|
| Total Fees | \$33,292.00 |
| Total Expenses | \$0.00 |
| Total Amount Sought | \$33,292.00 |

4. Ballard Spahr seeks compensation for professional services rendered and reimbursement of expenses incurred for the Statement Period in the amounts set forth below:

| | |
|---------------------|-------------|
| Total Fees | \$29,803.50 |
| Total Expenses | \$0.00 |
| Total Amount Sought | \$29,803.50 |

5. A detailed statement of hours spent by the Fee Examiner rendering services during the Statement Period is attached hereto as Exhibit A. A detailed statement of the hours spent by Ballard Spahr rendering legal services to the Fee Examiner during the Statement Period is attached hereto as Exhibit B.

6. Pursuant to the Compensation Order, the Fee Examiner seeks payment of \$26,633.60 and Ballard Spahr seeks payment of \$23,842.80 for the Statement Period, for a total of **\$50,476.40**, representing 80% of the total fees for services rendered and 100% of the amount of expenses incurred.

Notice and Objection Procedures

7. In accordance with the Compensation Order, notice of the Fee Statement has been served upon the following parties: Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179 (Attn: Rob Riecker, Luke Valentino, Esq.); Counsel for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153 (Attn: Ray C. Schrock, P.C., Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.); the Office of the United States Trustee, 201 Varick Street, Suite 1006, New York, NY 10014 (Attn: Paul Schwartzberg, Esq., and Richard Morrissey, Esq.); Counsel for the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.); Counsel for Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent, Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036

(Attn: Paul D. Leake, Esq., Shana A. Elberg, Esq., and George R. Howard, Esq.), (collectively, the “Notice Parties”).

8. Pursuant to the Compensation Order, objections to the Monthly Statement, if any, must be served upon the Notice Parties, the Fee Examiner and Ballard Spahr, no later than **August 11, 2022** (the “Objection Deadline”) setting forth the nature of the objection and the amount of fees or expenses at issue.

9. If no objection to the Monthly Statement is received by the Objection Deadline, the Debtors will pay to the Fee Examiner and Ballard Spahr the 80% of amounts of fees and 100% of the amounts of expenses identified in the Monthly Statement.

10. To the extent an objection to the Monthly Statement is received on or before the Objection Deadline, the Debtors will withhold payment of that portion of the Monthly Statement to which the objection is directed and promptly pay the remainder of the fees and expenses as set forth herein. To the extent such objection is not resolved, it shall be preserved and presented to the Court at the next interim or final fee application hearing to be heard by the Court.

Dated: July 27, 2022

/s/ Chantelle D. McClamb

Tobey M. Daluz*

Laurel D. Roglen

Chantelle D. McClamb

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